

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 3, 2009, Carl B. Byers announced his intention to resign from his positions as Chief Financial Officer and Senior Vice President of athenahealth, Inc. (the "Company"), effective as of an undetermined date in early 2010, and from his position as Treasurer of the Company, effective as of July 1, 2009. Mr. Byers indicated that he will assist the Company in the search for a new senior executive and will serve as long as needed to ensure an orderly transition. A copy of a press release issued by the Company regarding Mr. Byers's announcement is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<i>Exhibit No.</i>	<i>Description</i>
99.1	Press Release issued by athenahealth, Inc. on June 4, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

athenahealth, Inc.

(Registrant)

June 4, 2009 /s/ **DANIEL H. ORENSTEIN**

Daniel H. Orenstein

VP, General Counsel, and Secretary

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